STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER
Fin Federal 33-10A-7-20

2. TYPE OF WORK
DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○

3. FIELD OR WILDCAT
THREE RIVERS

4. TYPE OF WELL
Oil Well Coalbed Methane Well: NO

5. UNIT or COMMUNITIZATION AGREEMENT NAME

6. NAME OF OPERATOR
FINLEY RESOURCES INC

7. OPERATOR PHONE
817 231-8735

8. ADDRESS OF OPERATOR
PO Box 2200, Fort Worth, TX, 76113

9. OPERATOR E-MAIL
awilkerson@finleyresources.com

10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)
UTU89976

11. MINERAL OWNERSHIP
FEDERAL ◉ INDIAN ○ STATE ○ FEE ○

12. SURFACE OWNERSHIP
FEDERAL ◉ INDIAN ○ STATE ○ FEE ○

13. NAME OF SURFACE OWNER (if box 12 = 'fee')

14. SURFACE OWNER PHONE (if box 12 = 'fee')

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')

16. SURFACE OWNER E-MAIL (if box 12 = 'fee')

17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')

18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS
YES ○ (Submit Commingling Application) NO ◉

19. SLANT
VERTICAL ○ DIRECTIONAL ◉ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	2201 FSL 1790 FEL	NWSE	33	7.0 S	20.0 E	S
Top of Uppermost Producing Zone	1810 FSL 2184 FEL	NWSE	33	7.0 S	20.0 E	S
At Total Depth	1810 FSL 2184 FEL	NWSE	33	7.0 S	20.0 E	S

21. COUNTY
UINTAH

22. DISTANCE TO NEAREST LEASE LINE (Feet)
1790

23. NUMBER OF ACRES IN DRILLING UNIT
40

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
20

26. PROPOSED DEPTH
MD: 7476 TVD: 7407

27. ELEVATION - GROUND LEVEL
4797

28. BOND NUMBER
UTB000305

29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE
49-8496

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	17.5	13.375	0 - 60	48.0	H-40 ST&C	0.0	Class G	41	1.17	15.8
Surf	12.25	8.625	0 - 1000	24.0	J-55 ST&C	8.6	Class G	502	1.15	15.8
							Class G	212	1.17	15.8
Prod	7.875	5.5	0 - 7476	15.5	J-55 LT&C	9.2	Unknown	245	3.1	11.0
							Unknown	410	2.1	13.0

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

- ☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ☑ COMPLETE DRILLING PLAN
- ☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)
- ☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
- ☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)
- ☑ TOPOGRAPHICAL MAP

NAME Don Hamilton | **TITLE** Permitting Agent (Star Point Enterprises, Inc.) | **PHONE** 435 650-3866

SIGNATURE | **DATE** 06/05/2015 | **EMAIL** starpoint@etv.net

API NUMBER ASSIGNED
43047553510000

APPROVAL

Permit Manager

Star Point Enterprises, Inc.

2580 Creekview Road
Moab, Utah 84532
435.650.3866

June 5, 2015

Fluid Minerals Group
Bureau of Land Management
Vernal Field Office
170 South 500 East
Vernal, Utah 84532

RE: Application for Permit to Drill – Finley Resources, Inc. **Fin Federal 33-10A-7-20**
Surface: NWSE, 2201' FSL & 1790' FEL, Sec. 33, T7S, R20E,
Bottom: NWSE, 1810' FSL & 2184' FEL, Sec. 33, T7S, R20E,
S.L.B.&M., Uintah County, Utah

Dear Fluid Minerals Group:

On behalf of Finley Resources, Inc. (Finley), Star Point Enterprises, Inc. respectfully electronically submits the Application for Permit to Drill (APD) for the above referenced wellbore on Federal surface and Federal mineral. A check for $6,500.00 has been sent to your office directly from Finley for the processing fee under the Fiscal Year 2008 Consolidated Appropriations Act. Included with the APD is the following supplemental information:

- Civil survey plat;
- Drilling plan;
- Typical BOP and choke manifold diagram;
- Directional Plan;
- Surface use Plan with Operator Certification;
- Location Layouts and Cross-Sections
- Maps with access road and pipeline corridor;
- Photos; and
- Environmental Clearance Cover Pages.

Please accept this letter as Finley's written request for confidential treatment of all information contained in and pertaining to this application.

Thank you very much for your timely consideration of this application. Please feel free to contact Zachary Archer of Finley at 817-690-7600 or myself should you have any questions or need additional information.

Sincerely,

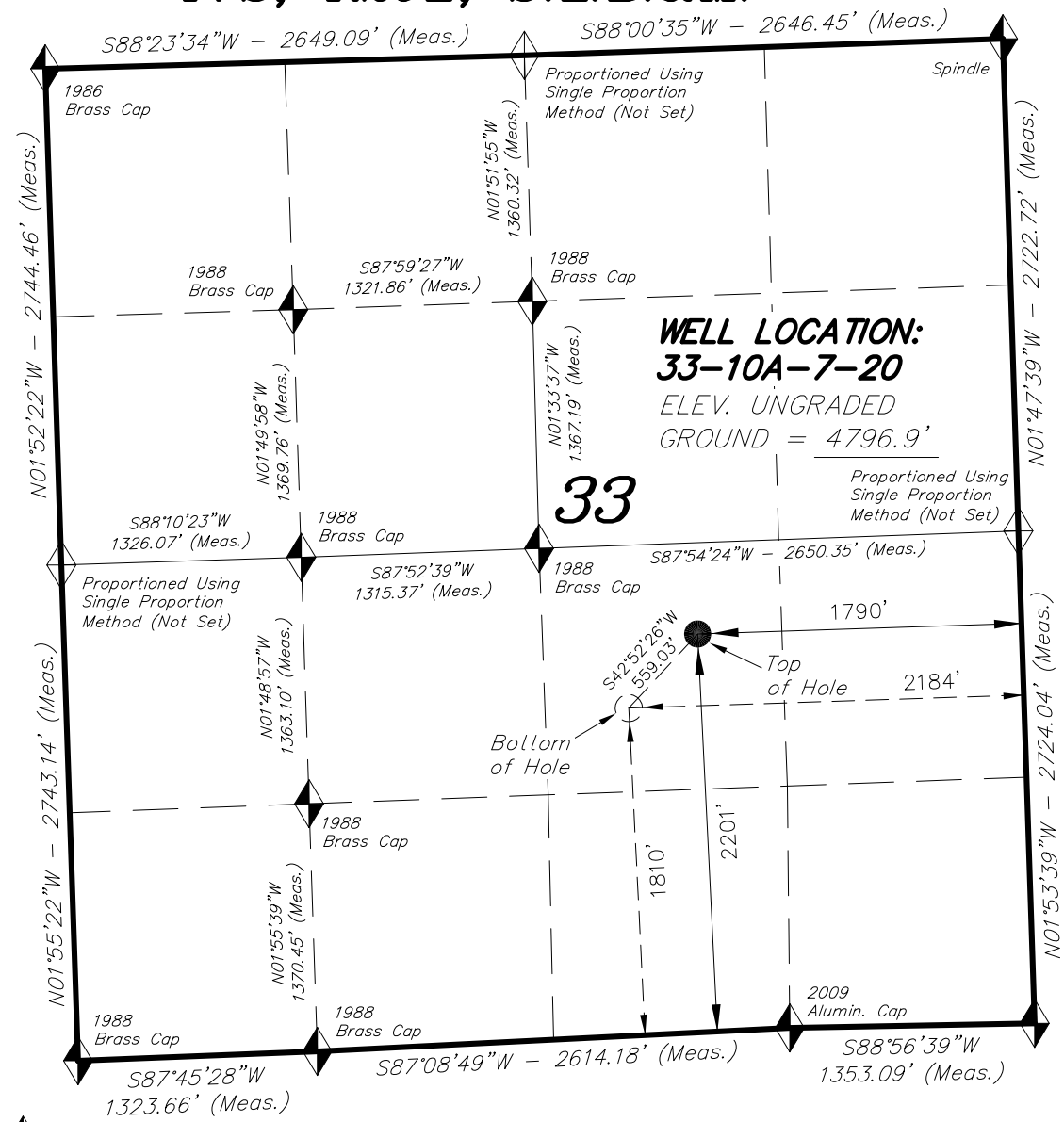
Don Hamilton

Digitally signed by Don Hamilton
DN: cn=Don Hamilton, o=Starpoint Enterprises, ou, email=starpoint@etv.net, c=US
Date: 2015.06.05 11:34:12 -06'00'

Don Hamilton
Agent for Finley Resources, Inc.

cc: Finley Resources, Inc.

T7S, R20E, S.L.B.&M.



◆ = SECTION CORNERS LOCATED

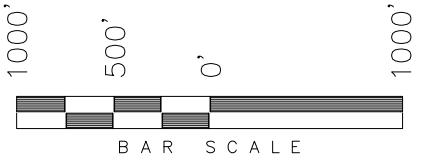
BASIS OF ELEV; Elevations are based on an N.G.S. OPUS Correction. LOCATION: LAT. 40°04'09.56" LONG. 110°00'43.28" (Tristate Aluminum Cap) Elev. 5281.57'

NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'54.19"
LONGITUDE = 109°40'14.81"
NAD 83 (BOTTOM HOLE LOCATION)
LATITUDE = 40°09'50.22"
LONGITUDE = 109°40'19.82"

FINLEY RESOURCES INC.

WELL LOCATION, 33-10A-7-20, LOCATED AS SHOWN IN THE NW 1/4 SE 1/4 OF SECTION 33, T7S, R20E, S.L.B.&M. UINTAH COUNTY, UTAH.

TARGET BOTTOM HOLE, 33-10A-7-20, LOCATED AS SHOWN IN THE NW 1/4 SE 1/4 OF SECTION 33, T7S, R20E, S.L.B.&M. UINTAH COUNTY, UTAH.



NOTES:

1. Well footages are measured at right angles to the Section Lines.
2. Bearings are based on Global Positioning Satellite observations.

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR No. 189377 06-02-15 STACY W. STEWART STATE OF UTAH

REGISTERED LAND SURVEYOR
REGISTRATION No. 189377
STATE OF UTAH

TRI STATE LAND SURVEYING & CONSULTING
180 NORTH VERNAL AVE. – VERNAL, UTAH 84078
(435) 781-2501

DATE SURVEYED: 02-19-15	SURVEYED BY: M.C.
DATE DRAWN: 12-24-14	DRAWN BY: M.W.
REVISED: 06-02-15 F.T.M.	SCALE: 1" = 1000'

Finley Resources, Inc.
Fin Federal 33-10A-7-20
NWSE, Sec. 33, T7S, R20E, SLB&M
Uintah County, UT

Drilling Program

1. Formation Tops

	MD	TVD
Uintah FM	Surface	Surface
Green River	2,543'	2,511'
Mahogany Bench Mk	4,261'	4,192'
Garden Gulch Mkr	5,300'	5,231'
Douglas Creek	5,996'	5,927'
Black Shale Mkr	6,286'	6,217'
Castle Peak	6,535'	6,466'
Uteland Butte	6,807'	6,738'
Wasatch	6,976'	6,907'
TD	7,476'	7,407'

2. Depth to Oil, Gas, Water, or Minerals

Green River	2,543' - 4,261'	(Oil)
Wasatch	6,976' - 7,476'	(Oil)

Fresh water may be encountered in the Duchesne Formation, but is not expected below about 300'.

3. Pressure Control

Section	BOP Description
Surface	12-1/4" diverter
Interm/Prod	The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc for a 3M system. A 3M BOP system will consist of 2 ram preventers (double or two singles) and an annular preventer (see attached diagram). A choke manifold rated to at least 3,000 psi will be used.

4. Casing

Description	Interval (MD)		Weight (ppf)	Grade	Coup	Pore Press @ Shoe	MW @ Shoe	Frac Grad @ Shoe	Safety Factors		
	Top	Bottom							Burst	Collapse	Tension
Conductor	0'	60'	48	H-40	STC	--	--	--	1,730	770	322,000
13 3/8									--	--	--
Surface	0'	1,000'	24	J-55	STC	8.33	8.6	11	2,950	1,370	244,000
8 5/8									5.80	4.12	10.17
Production	0'	7,476'	15.5	J-55	LTC	9	9.2	11	4,810	4,040	217,000
5 1/2									1.75	1.43	1.87

Assumptions:

Surface casing MASP = (frac gradient + 1.0 ppg) - (gas gradient)
Intermediate casing MASP = (reservoir pressure) - (gas gradient)
Production casing MASP = (reservoir pressure) - (gas gradient)
All collapse calculations assume fully evacuated casing with a gas gradient
All tension calculations assume air weight of casing
Gas gradient = 0.1 psi/ft

All casing shall be new.
All casing strings shall have a minimum of 1 centralizer on each of the bottom 3 joints.

5. Cement

Job	Hole Size	Fill	Slurry Description	ft^3 / sacks	OH excess	Weight (ppg)	Yield (ft^3/sk)
Conductor	17 1/2	60'	Class G w/ 2% KCl + 0.25 lbs/sk Cello Flake	48	15%	15.8	1.17
				41			
Surface Lead	12 1/4	700'	Class G w/ 2% KCl + 0.25 lbs/sk Flocele	578	100%	15.8	1.15
				502			
Surface Tail	12 1/4	300'	Class G w/ 2% KCl + 0.25 lbs/sk Cello Flake	248	100%	15.8	1.17
				212			
Production Lead	7 7/8	3,500'	Econocem-1# granulite+.25# polyflake	758	25%	11.0	3.10
				245			
Production Tail	7 7/8	3,976'	Econocem- .95%bw HR-5+.125# polyflake	861	25%	13.0	2.10
				410			

The surface casing will be cemented to surface. In the event that cement does not reach surface during the primary cement job, a remedial job will be performed.

Actual cement volumes for the production casing string will be calculated from an open hole caliper log, plus 25% excess.

6. Type and Characteristics of Proposed Circulating Medium

Interval	Description
Surface - 1,000'	An air and/or fresh water system will be utilized.
1,000' - TD	A water based mud system will be utilized. Hole stability may be improved with additions of KCl or a similar inhibitive substance. In order to control formation pressure the system will be weighted with additions of bentonite, and if conditions warrant, with barite. Anticipated maximum mud weight is 9.2 ppg.

7. Logging, Coring, and Testing

Logging: A dual induction, gamma ray, and caliper log will be run from TD to the base of the surface casing. A compensated neutron/formation density log will be run from TD to the top of the Garden Gulch formation. A cement bond log will be run from PBTD to the cement top behind the production casing.

Cores: As deemed necessary.

DST: There are no DST's planned for this well.

8. Anticipated Abnormal Pressure or Temperature

Maximum anticipated bottomhole pressure will be approximately equal to total depth (feet) multiplied by 0.47 psi/ft gradient.

7,476' x 0.47 psi/ft = 3499 psi

No abnormal temperature is expected. No H_2S is expected.

9. Other Aspects

This is planned as a directional well.

Based on prior drilling experience in the area, Finley Resources is confident that the 5 1/2" 15.5# production casing is more than sufficient to avoid any possible mechanical integrity problems relating to collapse or burst conditions.

Variance Request for FIT Requirements:

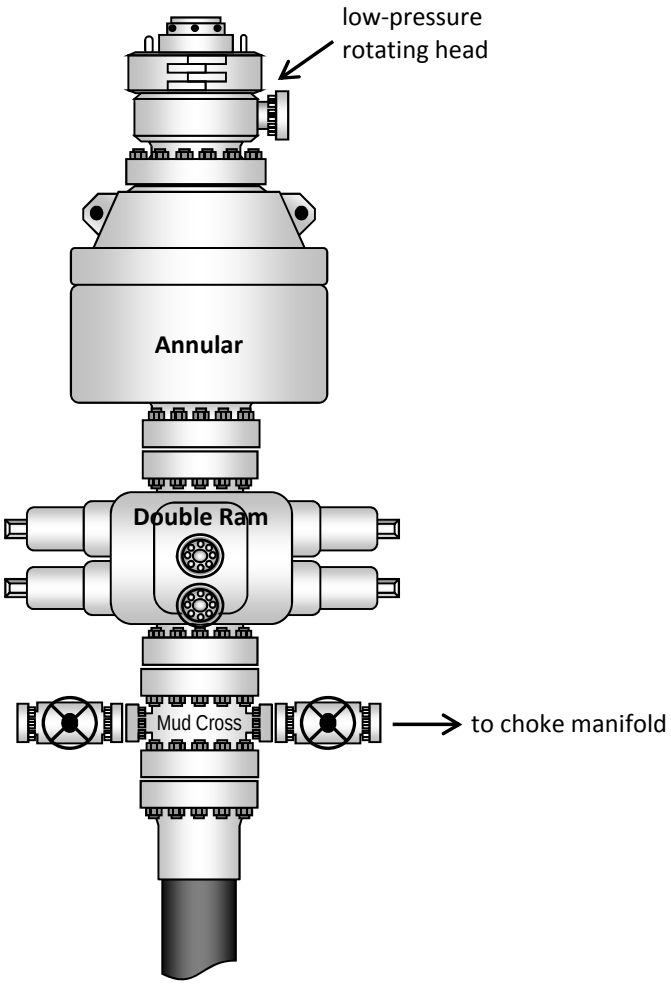
Finley Resources, Inc. respectfully requests a variance to Onshore Order 2, Section III, Part Bi, for the Pressure integrity test (PIT, also known as a formation integrity test (FIT)). This well is not an exploratory well and is being drilled in an area where the formation integrity is well known. Additionally, when an FIT is run with the mud weight as required, the casing shoe frequently breaks down and causes subsequent lost circulation when drilling the entire depth of the well.

Variance Request for Air Drilling Requirements:

Finley Resources, Inc. respectfully requests a variance to Onshore Order #2, III.E.1

- Dust suppression equipment. Variance granted for water mist system to substitute for the dust suppression equipment.
- Blooie line discharge 100’ from the well bore. Variance granted for blooie line discharge to be 75’ from the well bore.
- Compressors located in the opposite direction from the blooie line a minimum of 100’ from the wellbore. Variance granted for truck/trailer mounted air compressors.
- Straight run blooie line. Variance granted for targeted “T’s” at bends.
- Automatic igniter. Variance granted for igniter due to water mist.
- Air drilling operations will be conducted only during drilling of the surface casing hole, there is no history of hydrocarbons being encountered in this hole section in the area where these wells are to be drilled.

Typical 3M BOP stack configuration

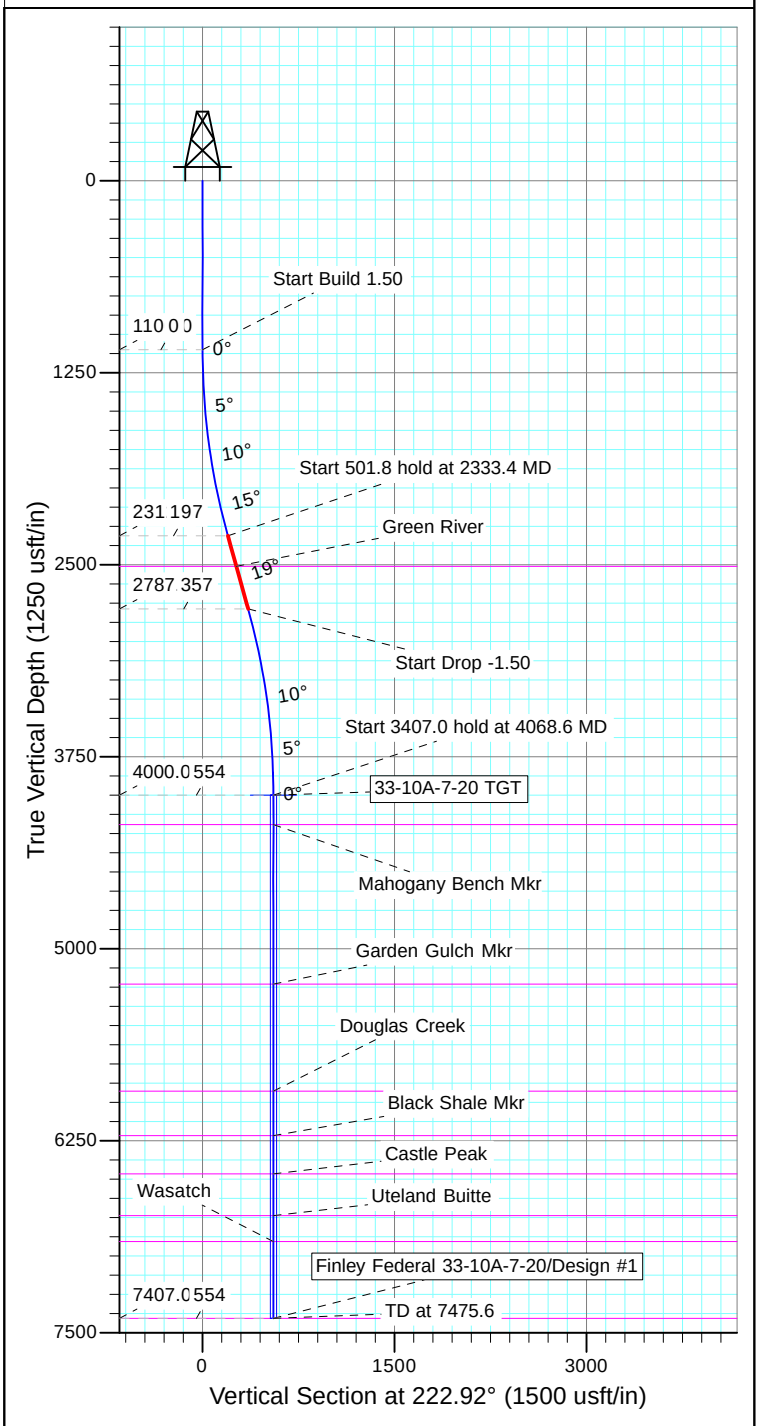


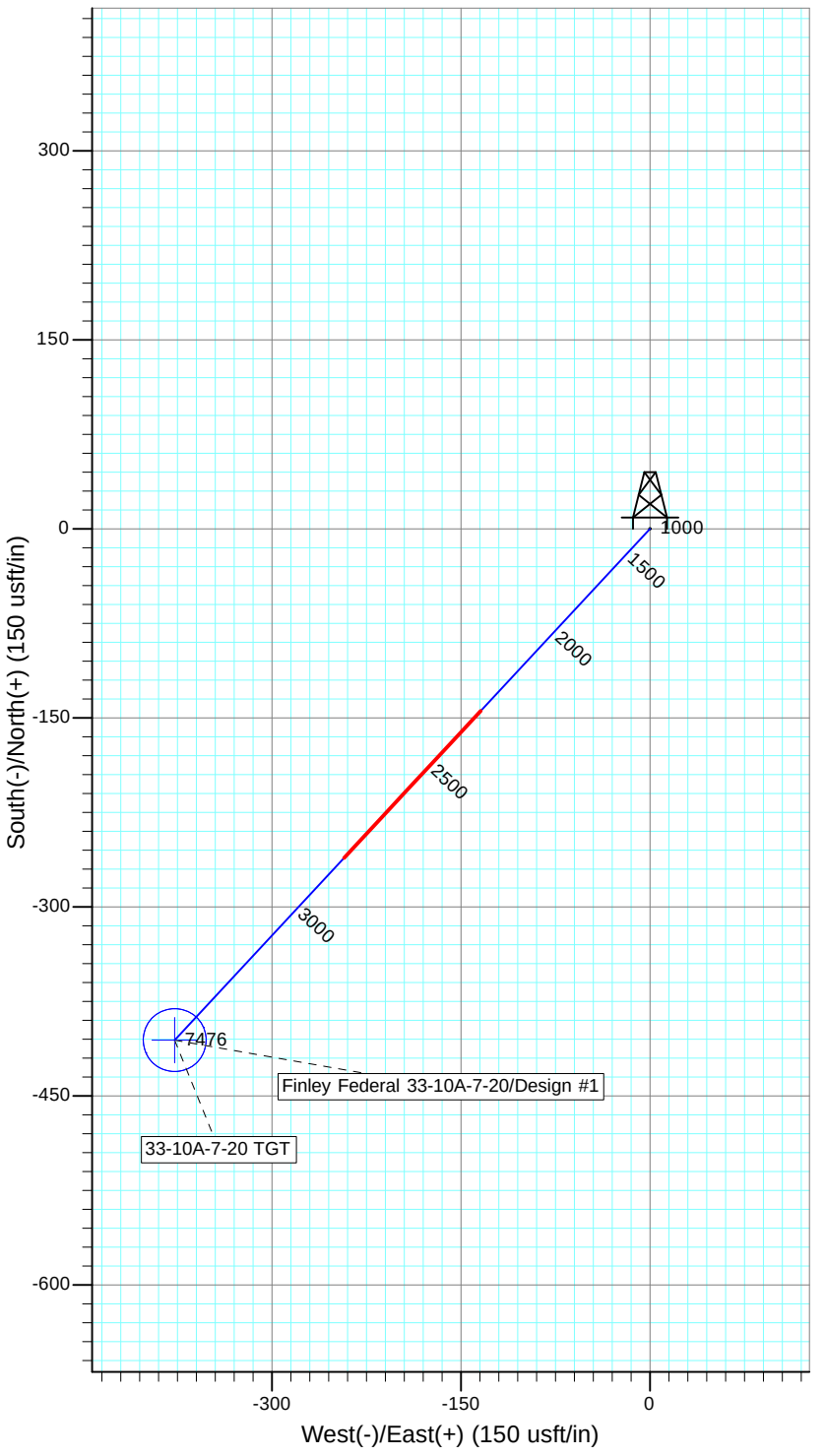
FINLEY resources
ACQUIRE » DEVELOP » SUCCEED

Project: Three Rivers
Site: SECTION 33 T7S, R20E
Well: Finley Federal 33-10A-7-20
Wellbore: Wellbore #1
Design: Design #1

Azimuths to True North
Magnetic North: 10.69°

Magnetic Field
Strength: 52025.5snT
Dip Angle: 65.87°
Date: 3/10/2015
Model: IGRF2010





WELLBORE TARGET DETAILS

Name	TVD	+N/-S	+E/-W	Shape
33-10A-7-20 TGT	4000.0	-405.7	-377.3	Circle (Radius: 25.0)

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1100.0	0.00	0.00	1100.0	0.0	0.0	0.00	0.00	0.0	
3	2333.4	18.50	222.92	2312.1	-144.6	-134.4	1.50	222.92	197.4	
4	2835.2	18.50	222.92	2787.9	-261.2	-242.9	0.00	0.00	356.6	
5	4068.6	0.00	0.00	4000.0	-405.7	-377.3	1.50	180.00	554.0	33-10A-7-20 TGT
6	7475.6	0.00	0.00	7407.0	-405.7	-377.3	0.00	0.00	554.0	

PAYZONE DIRECTIONAL

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Finley Federal 33-10A-7-20
Company:	Finley Resources Inc	**TVD Reference:**	Finley Federal 33-10A-7-20 @ 4809.0usft (PLAN KB)
Project:	Three Rivers	**MD Reference:**	Finley Federal 33-10A-7-20 @ 4809.0usft (PLAN KB)
Site:	SECTION 33 T7S, R20E	**North Reference:**	True
Well:	Finley Federal 33-10A-7-20	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Project Three Rivers

Map System:	US State Plane 1983	**System Datum:**	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		

Site SECTION 33 T7S, R20E

Site Position:		**Northing:**	7,235,403.56 usft	**Latitude:**	40° 10' 7.660 N
From:	Lat/Long	**Easting:**	2,150,002.11 usft	**Longitude:**	109° 40' 34.800 W
Position Uncertainty:	0.0 usft	**Slot Radius:**	13-3/16 "	**Grid Convergence:**	1.17 °

Well Finley Federal 33-10A-7-20, SHL: 40° 9' 54.230 -109° 40' 14.960

Well Position	**+N/-S**	-1,358.9 usft	**Northing:**	7,234,076.37 usft	**Latitude:**	40° 9' 54.230 N
	+E/-W	1,540.2 usft	**Easting:**	2,151,569.65 usft	**Longitude:**	109° 40' 14.960 W
Position Uncertainty		0.0 usft	**Wellhead Elevation:**	4,809.0 usft	**Ground Level:**	4,796.0 usft

Wellbore Wellbore #1

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	3/10/2015	10.69	65.87	52,026

Design Design #1

Audit Notes:

Version:		**Phase:**	PROTOTYPE	**Tie On Depth:**	0.0

Vertical Section:	Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
	0.0	0.0	0.0	222.92

Plan Sections

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,333.4	18.50	222.92	2,312.1	-144.6	-134.4	1.50	1.50	0.00	222.92	
2,835.2	18.50	222.92	2,787.9	-261.2	-242.9	0.00	0.00	0.00	0.00	
4,068.6	0.00	0.00	4,000.0	-405.7	-377.3	1.50	-1.50	0.00	180.00	33-10A-7-20 TGT
7,475.6	0.00	0.00	7,407.0	-405.7	-377.3	0.00	0.00	0.00	0.00	

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Finley Federal 33-10A-7-20
Company:	Finley Resources Inc	**TVD Reference:**	Finley Federal 33-10A-7-20 @ 4809.0usft (PLAN KB)
Project:	Three Rivers	**MD Reference:**	Finley Federal 33-10A-7-20 @ 4809.0usft (PLAN KB)
Site:	SECTION 33 T7S, R20E	**North Reference:**	True
Well:	Finley Federal 33-10A-7-20	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
Start Build 1.50									
1,200.0	1.50	222.92	1,200.0	-1.0	-0.9	1.3	1.50	1.50	0.00
1,300.0	3.00	222.92	1,299.9	-3.8	-3.6	5.2	1.50	1.50	0.00
1,400.0	4.50	222.92	1,399.7	-8.6	-8.0	11.8	1.50	1.50	0.00
1,500.0	6.00	222.92	1,499.3	-15.3	-14.2	20.9	1.50	1.50	0.00
1,600.0	7.50	222.92	1,598.6	-23.9	-22.3	32.7	1.50	1.50	0.00
1,700.0	9.00	222.92	1,697.5	-34.4	-32.0	47.0	1.50	1.50	0.00
1,800.0	10.50	222.92	1,796.1	-46.8	-43.6	64.0	1.50	1.50	0.00
1,900.0	12.00	222.92	1,894.2	-61.1	-56.8	83.5	1.50	1.50	0.00
2,000.0	13.50	222.92	1,991.7	-77.3	-71.9	105.5	1.50	1.50	0.00
2,100.0	15.00	222.92	2,088.6	-95.3	-88.6	130.2	1.50	1.50	0.00
2,200.0	16.50	222.92	2,184.9	-115.2	-107.1	157.3	1.50	1.50	0.00
2,300.0	18.00	222.92	2,280.4	-136.9	-127.3	187.0	1.50	1.50	0.00
2,333.4	18.50	222.92	2,312.1	-144.6	-134.4	197.4	1.50	1.50	0.00
Start 501.8 hold at 2333.4 MD									
2,400.0	18.50	222.92	2,375.2	-160.0	-148.8	218.5	0.00	0.00	0.00
2,500.0	18.50	222.92	2,470.1	-183.3	-170.4	250.3	0.00	0.00	0.00
2,543.2	18.50	222.92	2,511.0	-193.3	-179.8	264.0	0.00	0.00	0.00
Green River									
2,600.0	18.50	222.92	2,564.9	-206.5	-192.0	282.0	0.00	0.00	0.00
2,700.0	18.50	222.92	2,659.7	-229.8	-213.6	313.7	0.00	0.00	0.00
2,800.0	18.50	222.92	2,754.6	-253.0	-235.3	345.5	0.00	0.00	0.00
2,835.2	18.50	222.92	2,787.9	-261.2	-242.9	356.6	0.00	0.00	0.00
Start Drop -1.50									
2,900.0	17.53	222.92	2,849.6	-275.9	-256.5	376.7	1.50	-1.50	0.00
3,000.0	16.03	222.92	2,945.3	-297.0	-276.2	405.5	1.50	-1.50	0.00
3,100.0	14.53	222.92	3,041.8	-316.3	-294.1	431.9	1.50	-1.50	0.00
3,200.0	13.03	222.92	3,138.9	-333.7	-310.3	455.7	1.50	-1.50	0.00
3,300.0	11.53	222.92	3,236.6	-349.3	-324.8	477.0	1.50	-1.50	0.00
3,400.0	10.03	222.92	3,334.8	-363.0	-337.5	495.7	1.50	-1.50	0.00
3,500.0	8.53	222.92	3,433.5	-374.8	-348.5	511.8	1.50	-1.50	0.00
3,600.0	7.03	222.92	3,532.6	-384.7	-357.7	525.3	1.50	-1.50	0.00
3,700.0	5.53	222.92	3,632.0	-392.7	-365.2	536.3	1.50	-1.50	0.00
3,800.0	4.03	222.92	3,731.6	-398.8	-370.9	544.6	1.50	-1.50	0.00
3,900.0	2.53	222.92	3,831.5	-403.0	-374.7	550.3	1.50	-1.50	0.00
4,000.0	1.03	222.92	3,931.4	-405.3	-376.9	553.4	1.50	-1.50	0.00
4,068.6	0.00	0.00	4,000.0	-405.7	-377.3	554.0	1.50	-1.50	0.00
Start 3407.0 hold at 4068.6 MD									
4,100.0	0.00	0.00	4,031.4	-405.7	-377.3	554.0	0.00	0.00	0.00

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Finley Federal 33-10A-7-20
Company:	Finley Resources Inc	**TVD Reference:**	Finley Federal 33-10A-7-20 @ 4809.0usft (PLAN KB)
Project:	Three Rivers	**MD Reference:**	Finley Federal 33-10A-7-20 @ 4809.0usft (PLAN KB)
Site:	SECTION 33 T7S, R20E	**North Reference:**	True
Well:	Finley Federal 33-10A-7-20	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
4,200.0	0.00	0.00	4,131.4	-405.7	-377.3	554.0	0.00	0.00	0.00
4,260.6	0.00	0.00	4,192.0	-405.7	-377.3	554.0	0.00	0.00	0.00
Mahogany Bench Mkr									
4,300.0	0.00	0.00	4,231.4	-405.7	-377.3	554.0	0.00	0.00	0.00
4,400.0	0.00	0.00	4,331.4	-405.7	-377.3	554.0	0.00	0.00	0.00
4,500.0	0.00	0.00	4,431.4	-405.7	-377.3	554.0	0.00	0.00	0.00
4,600.0	0.00	0.00	4,531.4	-405.7	-377.3	554.0	0.00	0.00	0.00
4,700.0	0.00	0.00	4,631.4	-405.7	-377.3	554.0	0.00	0.00	0.00
4,800.0	0.00	0.00	4,731.4	-405.7	-377.3	554.0	0.00	0.00	0.00
4,900.0	0.00	0.00	4,831.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,000.0	0.00	0.00	4,931.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,100.0	0.00	0.00	5,031.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,200.0	0.00	0.00	5,131.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,299.6	0.00	0.00	5,231.0	-405.7	-377.3	554.0	0.00	0.00	0.00
Garden Gulch Mkr									
5,300.0	0.00	0.00	5,231.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,400.0	0.00	0.00	5,331.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,500.0	0.00	0.00	5,431.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,600.0	0.00	0.00	5,531.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,700.0	0.00	0.00	5,631.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,800.0	0.00	0.00	5,731.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,900.0	0.00	0.00	5,831.4	-405.7	-377.3	554.0	0.00	0.00	0.00
5,995.6	0.00	0.00	5,927.0	-405.7	-377.3	554.0	0.00	0.00	0.00
Douglas Creek									
6,000.0	0.00	0.00	5,931.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,100.0	0.00	0.00	6,031.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,200.0	0.00	0.00	6,131.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,285.6	0.00	0.00	6,217.0	-405.7	-377.3	554.0	0.00	0.00	0.00
Black Shale Mkr									
6,300.0	0.00	0.00	6,231.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,400.0	0.00	0.00	6,331.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,500.0	0.00	0.00	6,431.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,534.6	0.00	0.00	6,466.0	-405.7	-377.3	554.0	0.00	0.00	0.00
Castle Peak									
6,600.0	0.00	0.00	6,531.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,700.0	0.00	0.00	6,631.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,800.0	0.00	0.00	6,731.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,806.6	0.00	0.00	6,738.0	-405.7	-377.3	554.0	0.00	0.00	0.00
Uteland Buitte									
6,900.0	0.00	0.00	6,831.4	-405.7	-377.3	554.0	0.00	0.00	0.00
6,975.6	0.00	0.00	6,907.0	-405.7	-377.3	554.0	0.00	0.00	0.00
Wasatch									
7,000.0	0.00	0.00	6,931.4	-405.7	-377.3	554.0	0.00	0.00	0.00
7,100.0	0.00	0.00	7,031.4	-405.7	-377.3	554.0	0.00	0.00	0.00
7,200.0	0.00	0.00	7,131.4	-405.7	-377.3	554.0	0.00	0.00	0.00
7,300.0	0.00	0.00	7,231.4	-405.7	-377.3	554.0	0.00	0.00	0.00
7,400.0	0.00	0.00	7,331.4	-405.7	-377.3	554.0	0.00	0.00	0.00
7,475.6	0.00	0.00	7,407.0	-405.7	-377.3	554.0	0.00	0.00	0.00
TD at 7475.6 - TD									

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Finley Federal 33-10A-7-20
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Project:	Three Rivers	**MD Reference:**	Finley Federal 33-10A-7-20 @ 4809.0usft (PLAN KB)
Site:	SECTION 33 T7S, R20E	**North Reference:**	True
Well:	Finley Federal 33-10A-7-20	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
33-10A-7-20 TGT - plan hits target center - Circle (radius 25.0)	0.00	0.00	4,000.0	-405.7	-377.3	7,233,663.00	2,151,200.74	40° 9' 50.220 N	109° 40' 19.820 W

Formations

Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,543.2	2,511.0	Green River		0.00	
4,260.6	4,192.0	Mahogany Bench Mkr		0.00	
5,299.6	5,231.0	Garden Gulch Mkr		0.00	
5,995.6	5,927.0	Douglas Creek		0.00	
6,285.6	6,217.0	Black Shale Mkr		0.00	
6,534.6	6,466.0	Castle Peak		0.00	
6,806.6	6,738.0	Uteland Buitte		0.00	
6,975.6	6,907.0	Wasatch		0.00	
7,475.6	7,407.0	TD		0.00	

Plan Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates +N/-S (usft)	Local Coordinates +E/-W (usft)	Comment
1,100.0	1,100.0	0.0	0.0	Start Build 1.50
2,333.4	2,312.1	-144.6	-134.4	Start 501.8 hold at 2333.4 MD
2,835.2	2,787.9	-261.2	-242.9	Start Drop -1.50
4,068.6	4,000.0	-405.7	-377.3	Start 3407.0 hold at 4068.6 MD
7,475.6	7,407.0	-405.7	-377.3	TD at 7475.6

SURFACE USE PLAN

Fin Federal 33-10A-7-20 & 33-10B-7-20 Pad
NWSE, Section 33, T7S, R20E, SLB&M, Uintah County, Utah

Fin Federal 33-10A-7-20	Fin Federal 33-10B-7-20
NWSE, 2201' FSL & 1790' FWL, Sec. 33, T7S, R20E (surface) SENW, 1810' FSL & 2184' FWL, Sec. 33, T7S, R20E (bottom)	NWSE, 2221' FSL & 1787' FWL, Sec. 33, T7S, R20E (surface) NWSE, 2221' FSL & 1787' FWL, Sec. 33, T7S, R20E (bottom)

The onsite inspection for this Finley Resources, Inc. (Finley) proposed well pad occurred on Wednesday, February 18, 2015. This is a new pad on federal surface and federal minerals with one proposed vertical well and one proposed directional well. The proposed corridor crosses both federal surface and private surface. Plat changes and site specific provisions requested at the onsite are reflected within this APD and summarized below.

- 2,369 feet of access to Uintah County road 10000 South and pipeline not yet proposed at the time of onsite (later proposed at 1,988 feet to the Fin Federal 33-6A-7-20 & 33-6B-720;
- Uintah County road encroachment required (10000 South);
- Plat Change; Rotate pad to the NW to avoid pit being on Ultra's nearby location; and
- BLM requests an access agreement for the partial access on Winder included in the APD.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

   a. The proposed well site is located approximately 19.7 miles southeast of Ft. Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).

   b. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

c. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.

d. The use of roads under State Road Department and private maintenance are necessary to access the project area with no improvements proposed. A Uintah County road encroachment is necessary to access this proposed well pad from 10000 South and will be in place prior to any construction.

e. All existing roads would be maintained and kept in good repair during all phases of operation.

2. New or Reconstructed Access Roads:

a. Approximately 2,369 feet of new access road trending north then northwest is proposed from the Uintah County maintained 10000 South. The proposed access road consists of 1,618 feet of existing road proposed for upgrade and 751 feet of new disturbance crossing both federal surface (approximately 1,017 feet) and private surface (approximately 1,352 feet) (see Topographic Map B).

b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.h. below for disturbance estimates.

c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.

d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.

e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.

f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would

be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

h. Turnouts are not proposed.

i. No culverts and no low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

j. A cattle guard gate combination is proposed at the property boundary between private and federal surface.

k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.

l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately.

m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells:

a. Topographic Map D reflects the proposed and existing wells within a one-mile radius of the proposed pad:

4. Location of Existing and/or Proposed Production Facilities

a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (3) 400 bbl oil tanks, (1) 400 bbl water tank, , (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or gas lift unit with a natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.

b. Most wells would be fitted with a pump jack or Roto-flex unit or gas lift to assist liquid production if liquid volumes and/or low formation pressures require it. Plunger lift systems do not require any outside source of energy. The prime mover for pump jacks or Roto-flex units would be

small (75 horsepower or less), electric or natural gas-fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 15 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by a generator.

c. The tank battery would be surrounded by a commercially available steel secondary containment berm of sufficient capacity and strength to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. A tertiary 18-inch earthen berm will also surround the pad area. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills.

d. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

e. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

f. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall.

g. Approximately 1,988 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one natural gas pipeline up to 12 inch in diameter, one water line up to 8 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending west to the proposed Fin Federal 33-6A-7-20 and 33-6B-7-20 pipeline corridor. Pipelines would be constructed of steel or polyethylene and would connect to the proposed pipelines servicing nearby Finley wells. The proposed pipeline consists of entirely new disturbance crossing entirely federal surface.

h. The proposed natural gas pipeline and residue pipeline would be surface installed with the water pipeline not initially anticipated. If the water pipeline becomes necessary it would be buried installed, to prevent freezing, adjacent to the gas pipelines that would remain surface installed. All pipelines would be installed within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.h below for disturbance estimates.

i. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

j. Pipeline construction methods and practices would be planned and conducted by Finley with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

k. All permanent above-ground structures would be painted a flat, non-reflective color, such as Covert Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

l. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

m. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Types of Water Supply:

a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Priority Date	Point of Diversion	Source
43-8496, change a53617	A-1 Tank Rental and Brine Service	10.8597 acre feet	08/17/1979	Sec. 32, T4S, R3W, USB&M	Underground Water well
49-1645, Change a35800	R. N. Industries	0.07 cfs or 50 acre-feet	04/10/2000	Sec. 9, T8S, R20E, SLB&M	6” water well
49-2357, Change t78808	R. N. Industries	20 acre-feet	04/27/2012	Sec. 33, T8S, R20E, SLB&M	Green River
49-2247 (F76893)	Magnum Water Service	20 ac-ft	9/20/12	Sec. 33, T8S, R20E, SLB&M	6” water well
43-11238 (A73912)	Four Star Ranch	25.2 ac-ft	11/13/2007	Sec. 28, T7S, R20E, SLB&M	10” & 6” water wells
43-12699 (F80098)	Four Star Ranch	14.0 ac-ft	08/05/2014	Sec. 28, T7S, R20E, SLB&M	6” water wells

Water Right No. and Application or Change No.	Applicant	Allocation	Priority Date	Point of Diversion	Source
43-12534 (F79549)	David McMullin	80 ac-ft	11/28/2012	Sec. 28, T3W, R2E, USB&M	6" water well
43-10288, Change a65273	Nile Chapman (RNI)	0.015 cfs or 0.45 acre-feet	04/04/1991	Sec. 9, T2S, R2W, USB&M	6" water well
49-2364 Change	Buggsy's Water Service	20.0 acre-feet	07/31/2012	Sec. 33, T8S, R20E, SLB&M	6" water well

b. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.

c. Water use would vary in accordance with the formations to be drilled but would be up to approximately five acre feet for drilling and completion operations.

6. Construction Materials:

a. The use of materials would conform to 43 CFR 3610.2-3.

b. No construction materials would be removed from federal or tribal lands;

c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste:

a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.

b. The reserve pit would be constructed so as not to leak, break or allow any discharge.

c. The reserve would be lined with a 20 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay felt if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.

e. Drill cuttings would be contained in the pit for a period not to exceed six months, and then be buried onsite, weather permitting.

f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to the Ute Tribal 26-1 state approved injection facility, (API # 43-047-32574).

g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.

h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Uintah, Utah.

i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, Finley could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO_2 gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash

containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. Finley would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances Finley proposes to direct the flow to the open top tanks or enclosed frac tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

a. Garbage containers and portable toilets would be located on the well pad.

b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.

c. A surface powerline corridor is not proposed but may be requested at a later date as infrastructure to the project area improves.

9. Well Site Layout:

a. The well would be properly identified in accordance with 43 CFR 3162.6.

b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).

c. The pad and road designs are consistent with industry specifications.

d. The pad has been staked at its maximum size of 330-feet by 154-feet with an outboard reserve pit size of 125-feet by 70-feet by 8 feet deep. See 12.h below for disturbance estimates.

e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.

f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by Finley as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.

h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

j. Water application may be implemented if necessary to minimize the amount of fugitive dust.

k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plans for Surface Reclamation:

a. Topsoil will be stripped to a minimum depth of 6 inches or to the depth of all growth medium above sub-soils. Topsoil storage will be seeded to maintain viability. Topsoil storage piles are not to exceed 3 feet in height and topsoil signs will be installed insuring they are not utilized for

construction or parking areas, additional topsoil could be stored on the unused portion of the existing pad area.

b. Stored top soil will be seeded as soon as possible after completed pad construction or as soon as weather permits. The same seed mixture will be used for initial topsoil seeding as will be used for both interim and final reclamation seeding.

c. The recommended seed mix for this project follows unless specified by the landowner representative:

Species	PLS (lbs/ac)
Wheatgrass,Crest.(Nordan)	0.86
Needle and thread	0.60
Fourwing Saltbush	2.00
Dropseed, Sand	0.03
Ricegrass, Indian	0.55
Winterfat	2.60
Shadscale	0.88
Globemallow	0.38
Total Rate to be Seeded:	7.90

d. Seed may be drilled or broadcast. Seed drills will be operated on the contour. If seed is broadcast the seeding rate will be doubled and the seed covered using a drag. Seed will be planted to the appropriate depth for the species, generally ¼ to ½ inch deep.

e. Site reclamation for a producing well will be accomplished for portions of the site not required for the continued operation of the well.

f. The Operator will control noxious weeds along the access road use authorization, pipeline route authorizations, well site, or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate county extension office. On BLM administered land, it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.

Interim Reclamation

a. Following BLM published Best Management Practices the interim reclamation will be completed within six months of completion of the well to reestablish vegetation, reduce dust and erosion and compliment the visual resources of the area.

b. All equipment and debris will be removed from the area proposed for interim reclamation (see Exhibit 3-3).

c. The sequence for interim reclamation on the well pad is as follows:

- In accordance with Onshore Oil and Gas Order No. 1, earthwork for interim and/or final reclamation shall be completed within six months of well completion or abandonment;
- The well pad will be reduced to the minimum area necessary to safely conduct production operations. All other areas will be subject to interim reclamation which will include re-contouring, spreading of top soil, seedbed preparation, and seeding;
- Re-contouring will utilize excess cut material (spoil) and well pad fill material to achieve the original contour and grade, or a contour that blends with the surrounding topography. Slopes will be reduced to 3:1 or shallower. Storm water management, re-vegetation requirements, and visual resources shall be considered in re-contouring the site. If necessary, and prior to spreading of topsoil (limited top soil available), the rough grade will be ripped to a depth of 18 to 24 inches on 12 to 24 inch spacing, the last pass to be on the contour to promote water infiltration. No depressions will be left that would result in ponding;
- Salvaged top soil will be spread and seeded.
- Final seedbed preparation will depend on the condition of the soil surface and would include scarifying a crusted soil surface or roller packing an excessively loose soil surface;
- Seeding will occur no more than 24 hours after final seedbed preparation. Seed will be certified weed free, minimum germination rate of 80%, and minimum purity of 90%.

d. Seed may be drilled or broadcast. Seed drills will be operated on the contour. If seed is broadcast the seeding rate will be doubled and the seed covered using a drag. Seed will be planted to the appropriate depth for the species, generally ¼ to ½ inch deep.

e. Trees cleared during site preparation and large rocks excavated during construction will be scattered across the interim reclamation area.

f. Reclaimed areas receiving incidental disturbance during the life of the producing well will be re-contoured and reseeded as soon as practical.

Final Reclamation

a. Prior to final abandonment of the site, all disturbed areas, including the access road, will be scarified and left with a rough surface. The site will then be seeded and/or planted as prescribed by the landowner.

b. A final abandonment notice will be submitted to BLM when the reclamation activities (as presented in this document) are complete and new vegetation is established. Should there be any deviation from these planned reclamation activities, the surface owner will be notified and a Sundry Notice will be submitted to BLM for approval of the new closure and reclamation activities.

c. Final reclamation will conform to the guidelines contained in the Gold Book, 4th Edition, Chapter 6, and take place on the upgraded access road, pipeline corridor and areas of the well pad where interim reclamation does not meet the standards for final reclamation. The sequence for final reclamation of the well pad is:
    - In accordance with Onshore Oil and Gas Order No. 1, earthwork for interim and/or final reclamation shall be completed within six months of well completion or abandonment;
    - All weather surfacing material on the well pad and access road will be removed from the project area;
    - As appropriate, top soil will be salvaged and reserved for final reclamation;
    - If necessary, reclaimed areas will be protected from livestock grazing by fencing for two years or until vegetation becomes firmly established. Fencing will meet the standards specified in the Gold Book, 4th Edition (pg.18);
    - All top soil that was spread and re-vegetated during interim reclamation will be salvaged and used for final reclamation;
    - The access road will be re-contoured using excess cut and fill material to achieve the original contour and grade, or a contour that blends with the surrounding topography;
    - Ripping of the rough grade, spreading of salvaged top soil, seed bed preparation, seeding, erosion control, and scattering trees (woody debris) will be conducted as described in the preceding interim reclamation section.

Goals and Monitoring for Interim and Final Reclamation

a. The goal of interim reclamation is to achieve, to the extent possible, final reclamation standards. The goal of final reclamation is to restore all areas of the well pad, access road, and pipeline corridor to the original land form or a land form the blends with the surrounding landform, and the establishment of a self-sustaining, vigorous, diverse native and/or desirable vegetation community with a density sufficient to provide a stable soil surface and inhibit non-native plant invasion (Gold Book, 4th Edition, pg.43).

b. Finley will monitor interim and final reclamation efforts and document the results in a reclamation monitoring report to be submitted to a BLM Authorized Officer and entered into the Green River database Management System (GRDMS) annually. The report will document if reclamation objectives have been met or if objectives are likely to be met within a reasonable time. It will also identify additional actions that may be required to meet reclamation objectives and document the acreage for initial disturbance, successful interim reclamation, and successful final reclamation.

c. Interim and final reclamation will be considered successful if seventy percent vegetative cover (basal for grasses; canopy for shrubs) of a comparable adjacent area is achieved. Ninety percent of the vegetative cover must consist of species included in the seed mix or native species found in the area. Vegetation must also be sufficient to prevent gullying, head-cutting, slumping, and deep/excessive erosion (Gold Book, 2007, pg. 43).

d. If additional reclamation efforts are identified in the reclamation report, Finley will coordinate these efforts in advance with the BLM and the landowner.

11. Surface and Mineral Ownership:

a. Surface ownership:
   i. Pad area and a segment of the access road (approximately 1,017 feet) and entire pipeline (approximately 1,988 feet) corridor – Federal under the management of the BLM, Vernal Field Office.
   ii. Remaining access road (approximately 1,352 feet) corridor –
      1. Winder Trust; 855 Greenridge Drive, La Canada, California 91011 (Dorothy Winder Devore 818-952-5282).
      2. George Eugene & Sandra Shimizu Winder Trustees ETAL - 78096 Damask Rose Court, Palm Desert, California 92211. gewndr@gmail.com.

b. Mineral ownership – Federal under the management of the BLM, Vernal Field Office.

12. Other Information:

a. Montgomery Archeological Consultants, Inc. has conducted a Class III archeological clearance. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery Archeological Consultants, Inc.

b. Uinta Paleontological Associates, Inc. has conducted a paleontological clearance. A copy of the report has been submitted under separate cover to the appropriate agencies by Uinta Paleontological Associates, Inc.

c. Grasslands Consulting, Inc. has conducted a special status plant species clearance. A copy of the pending report will be submitted under separate cover to the appropriate agencies by Grasslands Consulting, Inc.

d. Finley would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.

e. Project personnel and contractors would be educated on and subject to the following requirements:
   - No dogs or firearms within the Project Area.
   - No littering within the Project Area.
   - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
   - Campfires or uncontained fires of any kind would be prohibited.
   - Portable generators used in the Project Area would have spark arrestors.

f. Finley will commit to the following Best Management Practices during the construction, drilling and production of the wells:
   - As necessary during construction operations, appropriate BMP sedimentation controls would be utilized at areas susceptible to erosion.
   - Energy dissipaters, such as straw bales and silt fences, would be utilized where the possibility of erosional down-cutting exists. These structures would be installed prior to construction, and would be left in place and maintained for the life of the project or until the adjacent disturbed slopes have re-vegetated and stabilized.
   - Project vehicles would be restricted to use of the project-related travel routes and surfaces along approved travel routes.
   - Re-grading and watering of the access routes would be performed by Finley following inclement weather conditions.

g. Finley will commit to the following measures to reduce emissions and minimize impacts to Air Quality:
   - All internal combustion equipment would be kept in good working order.
   - Water or other approved dust suppressants would be used at construction sites and along roads, as determined appropriate by the Authorized Officer. Dust suppressant such as magnesium chloride or fresh water may be used, as needed, during the drilling phase to control fugitive dust from truck traffic.
   - Open burning of garbage or refuse would not occur at well sites or other facilities.
   - Drill rigs would be equipped with Tier II or better diesel engines, if available.
   - Low bleed pneumatics would be installed on separator dump valves and other controllers. The use of low bleed pneumatics would result in a lower emission of VOCs.
   - During completion, flaring would be limited as much as possible. Production equipment and gathering lines would be installed as soon as possible.

- Telemetry will be installed to remotely monitor and control production. This will reduce truck traffic and decrease associated dust and tailpipe emissions.

h. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.00	acres
Access	2,369 feet	1.632	acres
Pipeline	1,988 feet	1.369	acres
	Total	**6.001**	**acres**

i. Finley Representatives:

Clay O'Neil
Project Manager
P.O. Box 2200
Ft. Worth, TX 76113

817-336-1924 x 739 (office)
817-713-9514 (mobile)
clay@finleyresources.com

James Terry
Field Operations Engineer

435-299-9129 (mobile)
JTerry@finleyresources.com

Jim Simonton
Drilling & Completion Supt.

435-828-3029 (mobile)
jsimonton@finleyresources.com

Zachary Archer
Landman

817-231-8759 (office)
817-690-7600 (mobile)
zarcher@finleyresources.com

Don Hamilton
Agent – Star Point Enterprises
2580 Creekview Road,
Moab, Utah 84532

435-650-3866 (office)
435-650-3866 (mobile)
starpoint@etv.net

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Finley Resources, Inc's. BLM bond (UTB000305). These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this	5th day of June, 2015
Name:	Don Hamilton
Position Title:	Permitting Agent
Address:	2580 Creekview Road, Moab, Utah 84532
Telephone:	435-650-3866
E-mail:	starpoint@etv.net
Finley Representative	Clay O'Neil
Address:	P.O. Box 2200, Ft. Worth, Texas 76113
Telephone:	817-231-8738 X 739 (office);
E-mail:	clay@finleyresources.com

Don Hamilton

Digitally signed by Don Hamilton
DN: cn=Don Hamilton, o=Starpoint Enterprises, ou, email=starpoint@etv.net, c=US
Date: 2015.06.05 11:34:39 -06'00'

Don Hamilton – Permitting Agent

FINLEY RESOURCES INC.

WELL PAD INTERFERENCE PLAT

33-10B-7-20
33-10A-7-20

Pad Location: NWSE Section 33, T7S, R20E, S.L.B.&M.

N

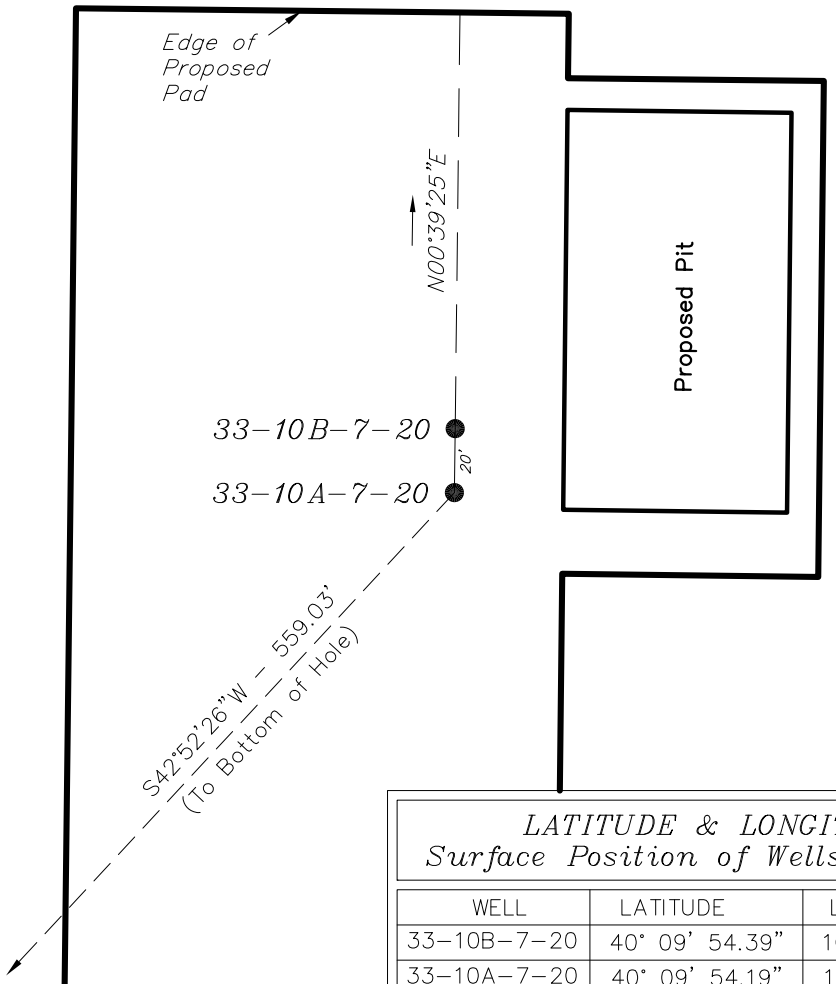
TOP HOLE FOOTAGES

33-10B-7-20
2221' FSL & 1787' FEL

33-10A-7-20
2201' FSL & 1790' FEL

BOTTOM HOLE FOOTAGES

33-10A-7-20
1810' FSL & 2184' FEL



LATITUDE & LONGITUDE
Surface Position of Wells (NAD 83)

WELL	LATITUDE	LONGITUDE
33-10B-7-20	40° 09' 54.39"	109° 40' 14.80"
33-10A-7-20	40° 09' 54.19"	109° 40' 14.81"

Note:
Bearings are based on GPS Observations.

RELATIVE COORDINATES
From Top Hole to Bottom Hole

WELL	NORTH	EAST
33-10A-7-20	-410'	-380'

LATITUDE & LONGITUDE
Bottom Hole Position (NAD 83)

WELL	LATITUDE	LONGITUDE
33-10A-7-20	40° 09' 50.22"	109° 40' 19.82"

SURVEYED BY:	M.C.	DATE SURVEYED:	02-19-15
DRAWN BY:	M.W.	DATE DRAWN:	12-24-14
SCALE:	1" = 60'	REVISED:	F.T.M. 06-02-15

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180 NORTH VERNAL AVE. VERNAL, UTAH 84078

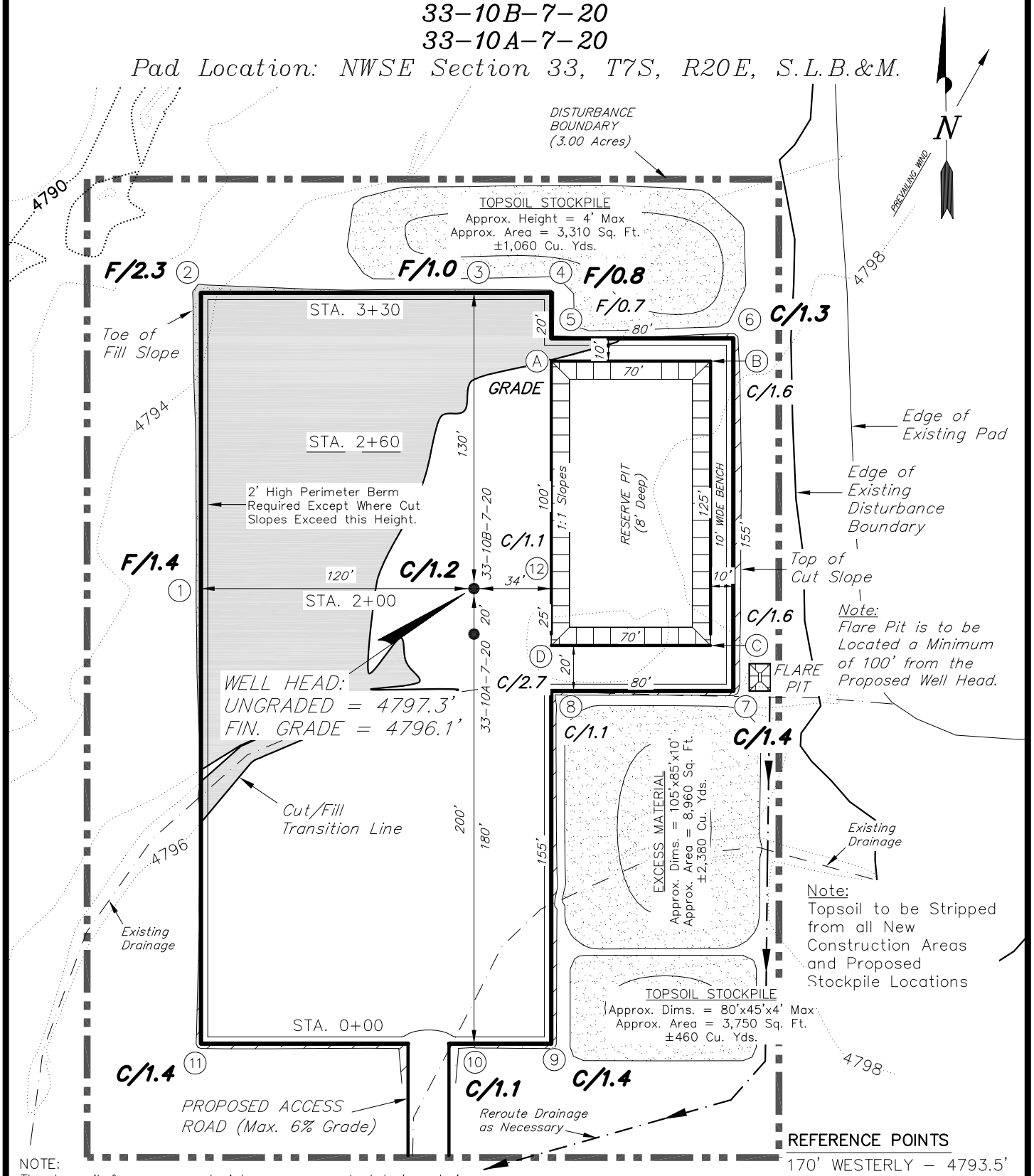
FINLEY RESOURCES INC.

PROPOSED LOCATION LAYOUT

33-10B-7-20

33-10A-7-20

Pad Location: NWSE Section 33, T7S, R20E, S.L.B.&M.



NOTE:
The topsoil & excess material areas are calculated as being mounds containing 3,900 cubic yards of dirt (a 10% fluff factor is included). The mound areas are calculated with push slopes of 1.5:1 & fall slopes of 1.5:1.

REFERENCE POINTS

170' WESTERLY – 4793.5'
220' WESTERLY – 4792.2'
180' NORTHERLY – 4794.6'
230' NORTHERLY – 4793.6'

SURVEYED BY:	M.C.	DATE SURVEYED:	02-19-15
DRAWN BY:	M.W.	DATE DRAWN:	12-24-14
SCALE:	1" = 60'	REVISED:	F.T.M. 06-02-15

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FINLEY RESOURCES INC.

CROSS SECTIONS

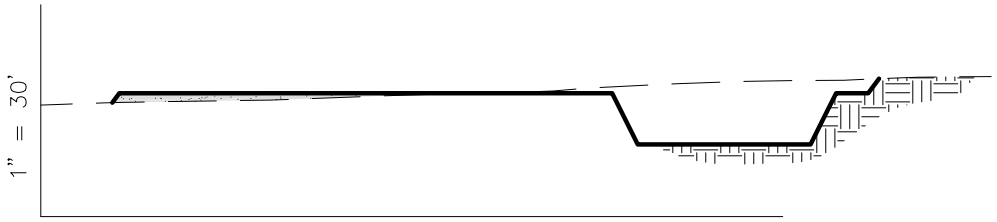
33-10B-7-20

33-10A-7-20

Pad Location: NWSE Section 33, T7S, R20E, S.L.B.&M.

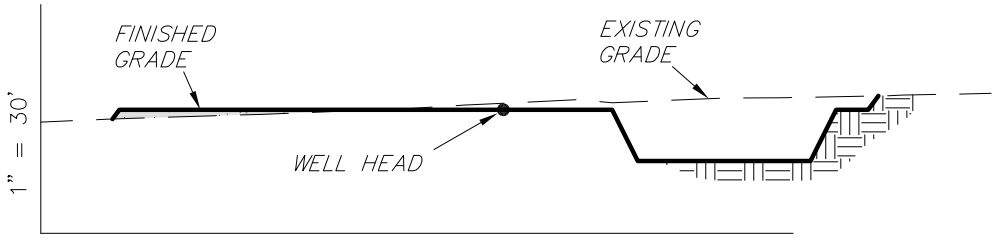
1" = 60'

STA. 3+30



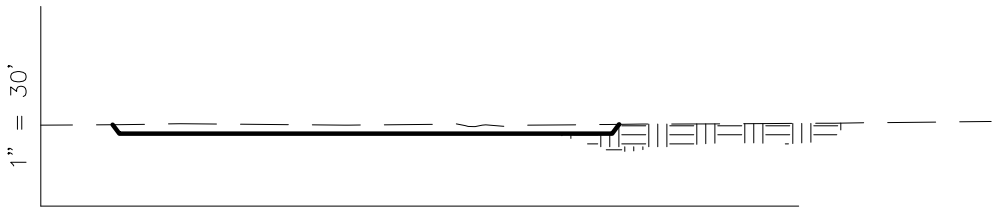
1" = 60'

STA. 2+60



1" = 60'

STA. 2+00



1" = 60'

STA. 0+00

NOTE:
UNLESS OTHERWISE
NOTED ALL CUT/FILL
SLOPES ARE AT 1.5:1

ESTIMATED EARTHWORK QUANTITIES
(No Shrink or swell adjustments have been used)
(Expressed in Cubic Yards)

ITEM	CUT	FILL	6" TOPSOIL	EXCESS
PAD	1,100	1,100	Topsoil is not included in Pad Cut Volume	0
PIT	2,160	0		2,160
TOTALS	3,260	1,100	1,380	2,160

SURVEYED BY:	M.C.	DATE SURVEYED:	02-19-15
DRAWN BY:	M.W.	DATE DRAWN:	12-24-14
SCALE:	1" = 60'	REVISED:	F.T.M. 06-02-15

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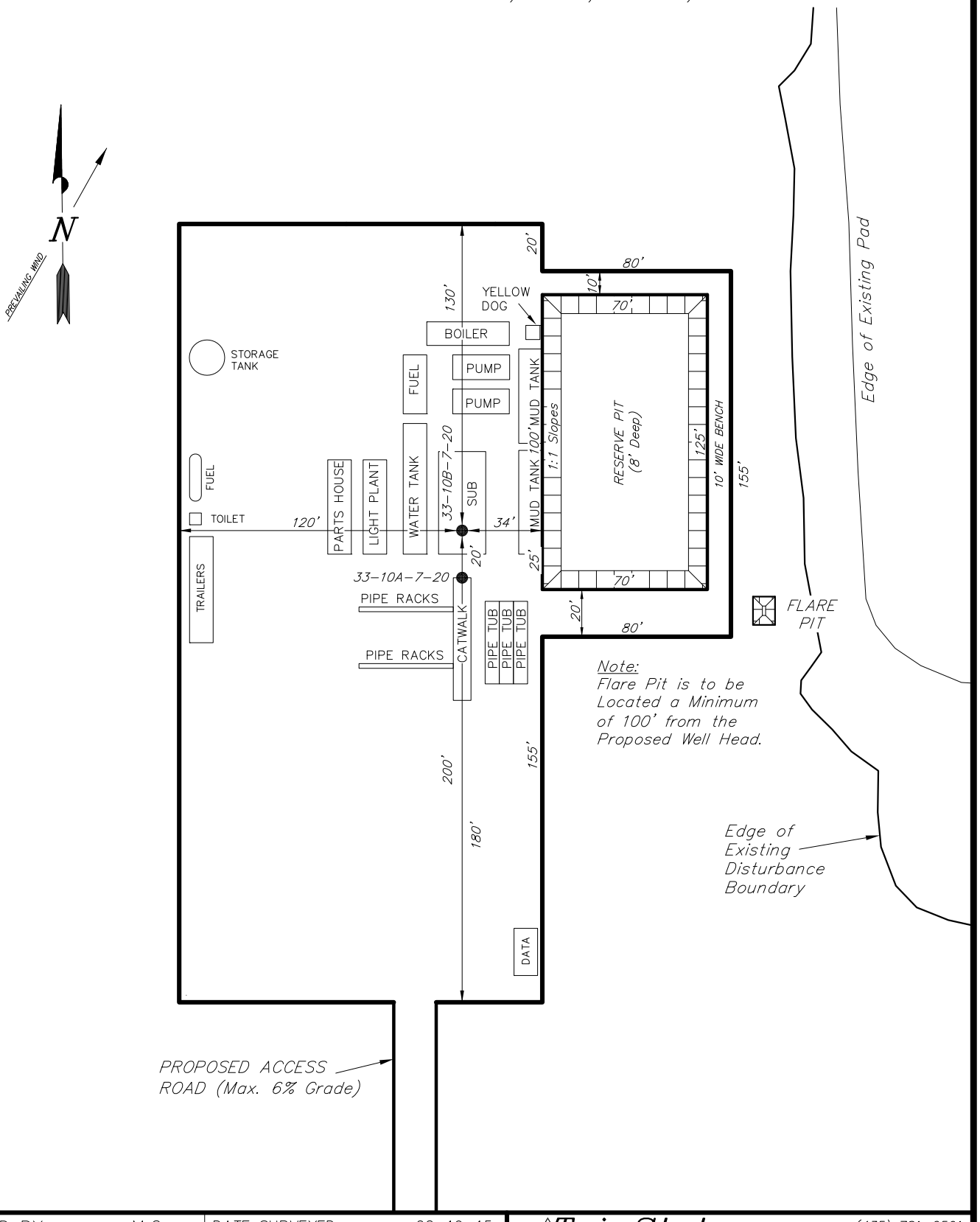
FINLEY RESOURCES INC.

TYPICAL RIG LAYOUT

33-10B-7-20

33-10A-7-20

Pad Location: NWSE Section 33, T7S, R20E, S.L.B.&M.



SURVEYED BY:	M.C.	DATE SURVEYED:	02-19-15
DRAWN BY:	M.W.	DATE DRAWN:	12-24-14
SCALE:	1" = 60'	REVISED:	F.T.M. 06-02-15

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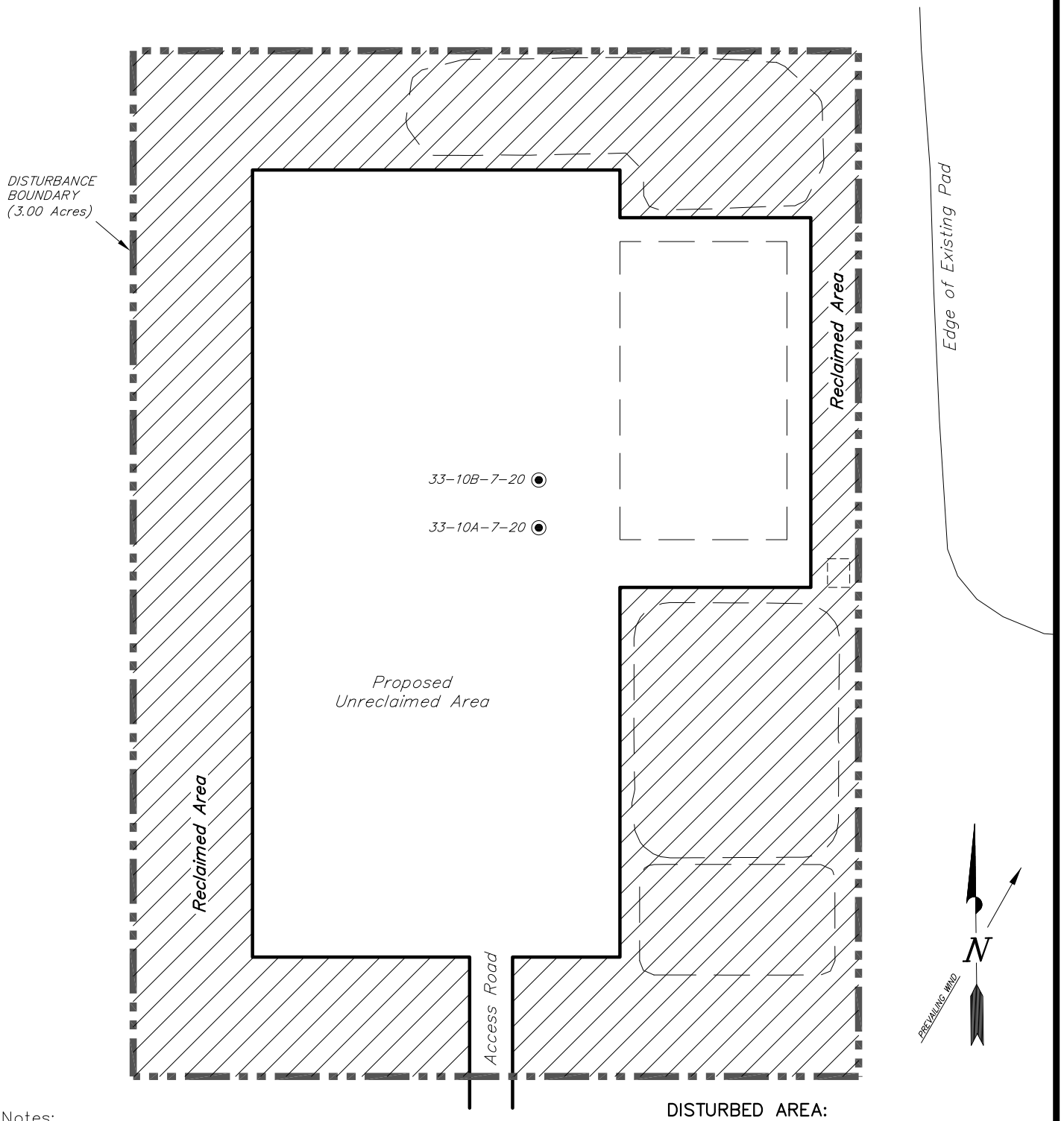
FINLEY RESOURCES INC.

RECLAMATION LAYOUT

33-10B-7-20

33-10A-7-20

Pad Location: NWSE Section 33, T7S, R20E, S.L.B.&M.



Notes:
1. Reclaimed Area to Include Seeding of Approved Vegetation and Sufficient Storm Water Management System.
2. Actual Equipment Layout and Reclaimed Pad Surface Area May Change due to Production Requirements or Site Conditions.

DISTURBED AREA:

TOTAL DISTURBED AREA = ±3.00 ACRES
TOTAL RECLAIMED AREA = ±1.53 ACRES
UNRECLAIMED AREA = ±1.47 ACRES

SURVEYED BY:	M.C.	DATE SURVEYED:	02-19-15
DRAWN BY:	R.V.C.	DATE DRAWN:	05-22-15
SCALE:	1" = 60'	REVISED:	F.T.M. 06-02-15

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(435) 781-2501
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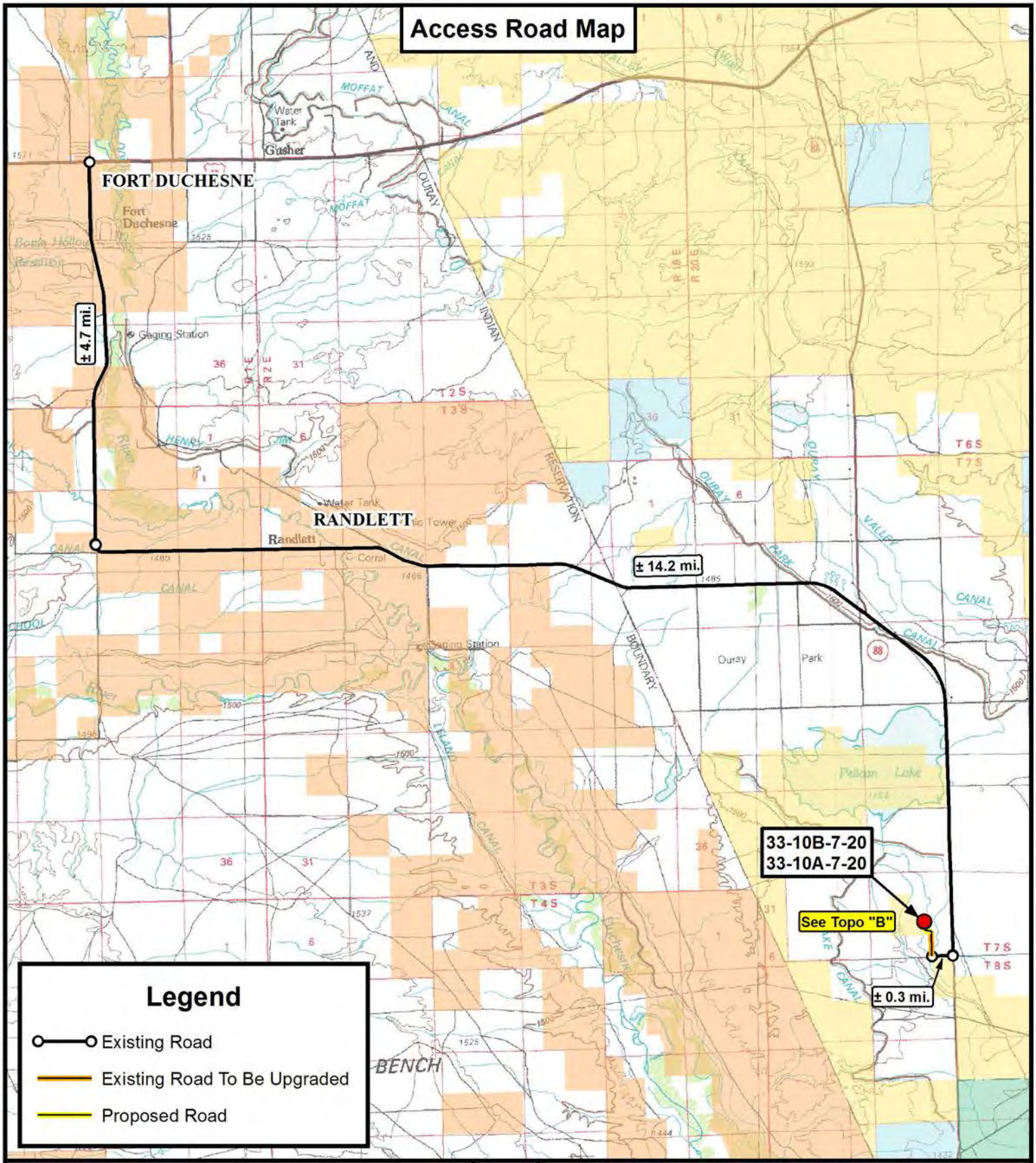

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180 NORTH VERNAL AVE. VERNAL, UTAH 84078
P: (435) 781-2501
F: (435) 781-2518

N

FINLEY RESOURCES INC.

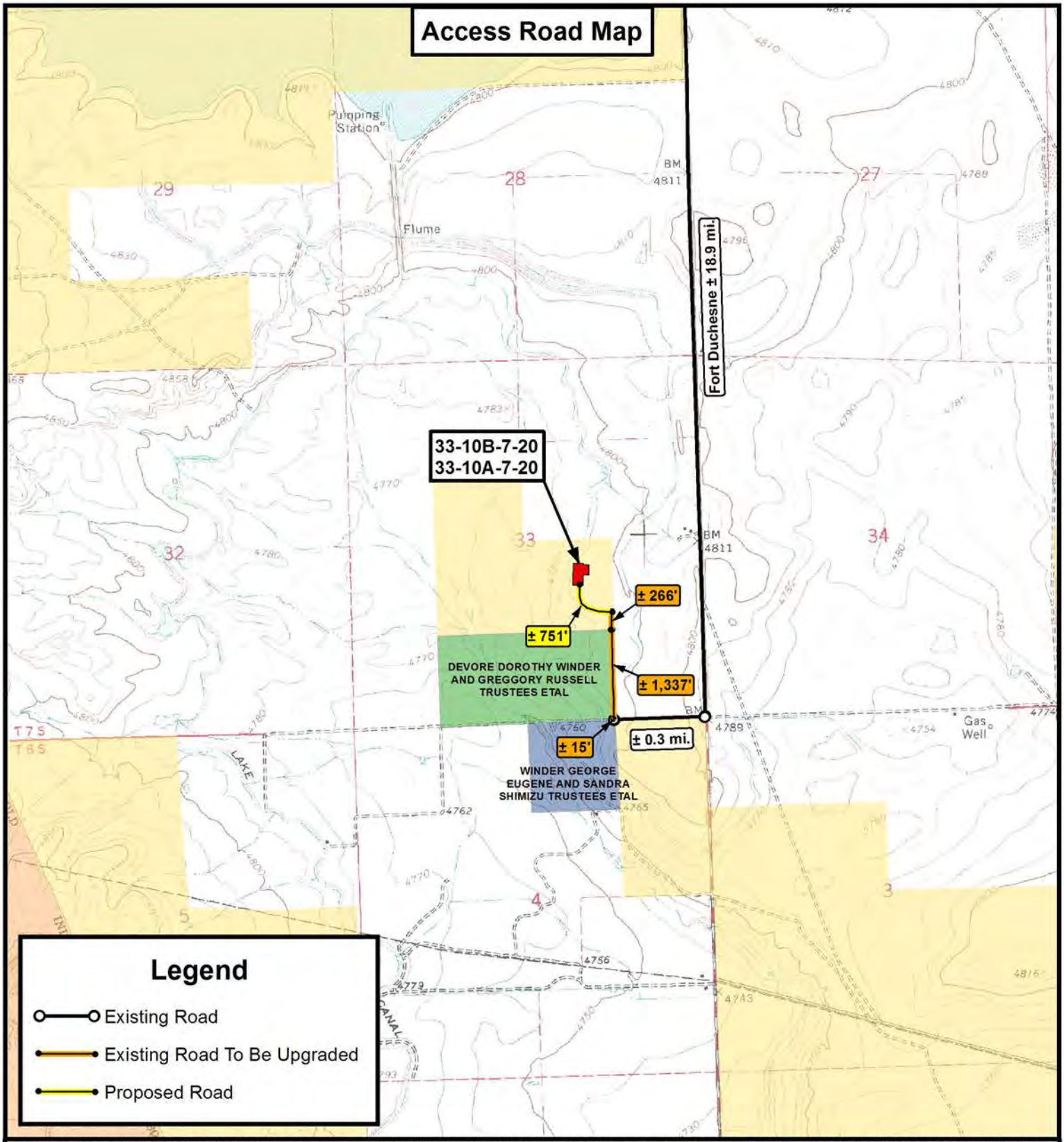
33-10B-7-20
33-10A-7-20
Sec. 33, T7S, R20E, S.L.B.&M.
Uintah County, UT.

DRAWN BY:	A.P.C.	REVISED:	06-02-15 D.C.R.
DATE:	12-24-2014		
SCALE:	1:100,000		

TOPOGRAPHIC MAP

SHEET A

Access Road Map



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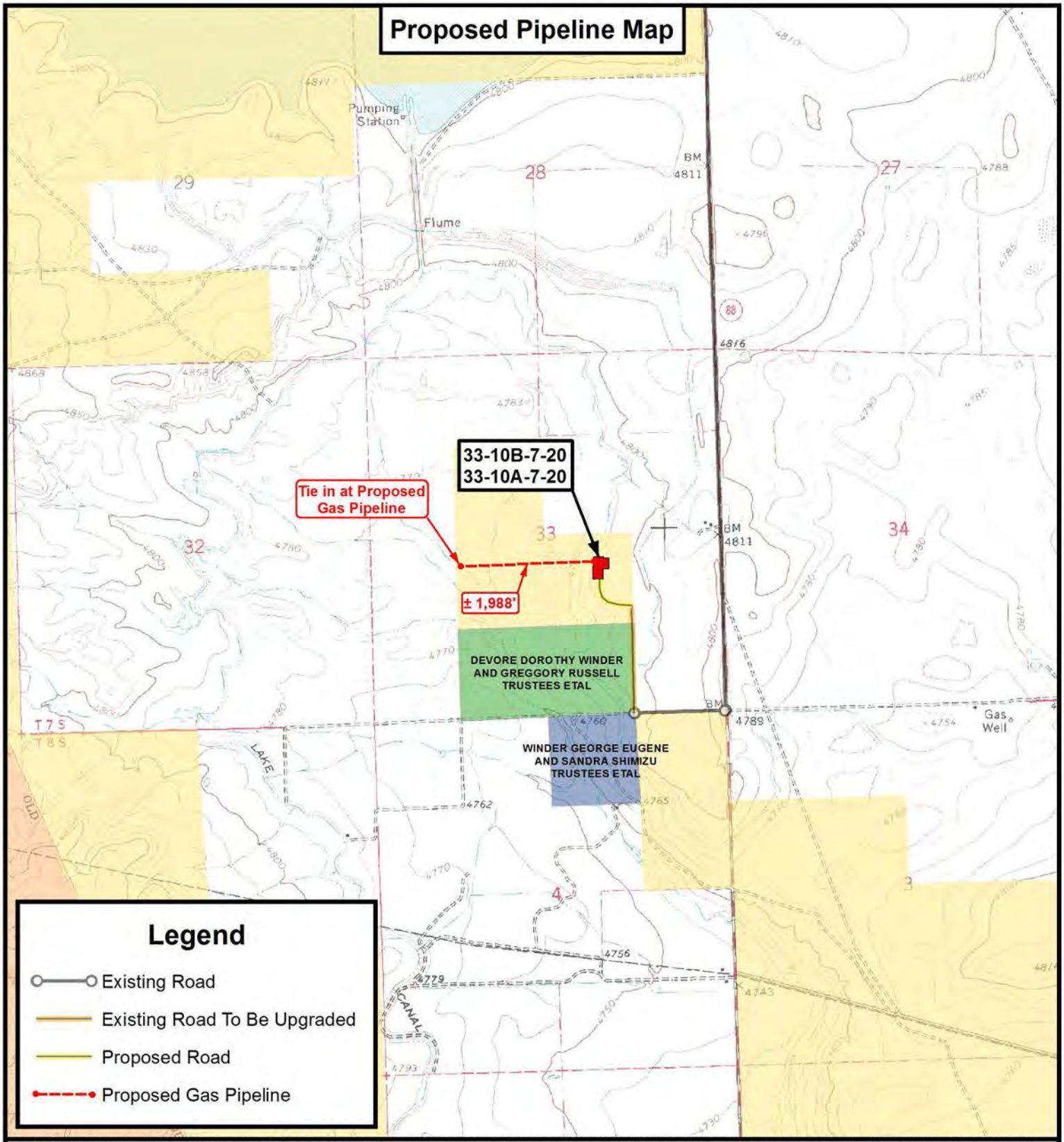
FINLEY RESOURCES INC.
33-10B-7-20
33-10A-7-20
Sec. 33, T7S, R20E, S.L.B.&M.
Uintah County, UT.

DRAWN BY:	A.P.C.	REVISED:	06-02-15 D.C.R.
DATE:	12-24-2014		
SCALE:	1 " = 2,000 '		

TOPOGRAPHIC MAP

SHEET **B**

Proposed Pipeline Map



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F: (435) 781-2518

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FINLEY RESOURCES INC.

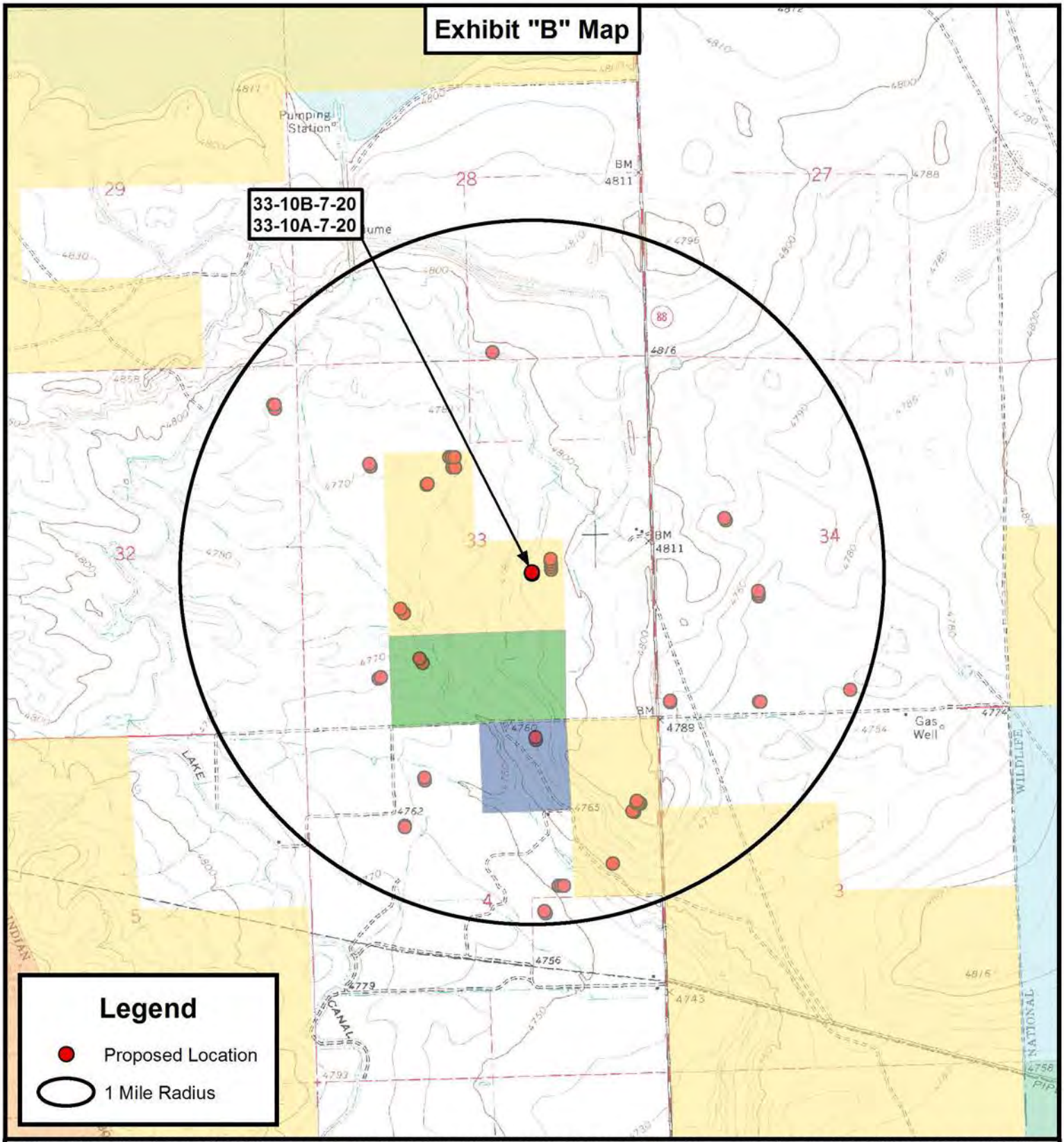
33-10B-7-20
33-10A-7-20
Sec. 33, T7S, R20E, S.L.B.&M.
Uintah County, UT.

DRAWN BY:	A.P.C.	REVISED:	06-02-15 D.C.R.
DATE:	12-24-2014		
SCALE:	1 " = 2,000 '		

TOPOGRAPHIC MAP

SHEET C

Exhibit "B" Map



Legend

- Proposed Location
- 1 Mile Radius

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.

Tri State Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078
P: (435) 781-2501
F: (435) 781-2518

N

FINLEY RESOURCES INC.
33-10B-7-20
33-10A-7-20
Sec. 33, T7S, R20E, S.L.B.&M.
Uintah County, UT.

DRAWN BY:	A.P.C.	REVISED:	06-02-15 D.C.R.
DATE:	12-24-2014		
SCALE:	1 " = 2,000 '		

TOPOGRAPHIC MAP

SHEET D

Location Photos

Center Stake
Looking Northeasterly

Date Photographed:	11-24-2014
Photographed By :	C.S.

Access
Looking Northerly

Date Photographed:	03-06-2014
Photographed By :	C.D.S.

Tri State Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078
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DATE:	12-24-2014		

FINLEY RESOURCES INC.

33-10B-7-20
33-10A-7-20
Sec. 33, T7S, R20E, S.L.B.&M.
Uintah County, UT.

COLOR PHOTOGRAPHS

SHEET **P**

CULTURAL RESOURCE INVENTORY OF FINLEY RESOURCES' PROPOSED WELL LOCATIONS 33-6A-7-20 & 33-6B-7-20 AND 33-10A-7-20 & 33-10B-7-20 UINTAH COUNTY, UTAH (T7S, R20E SECTION 33)

By:

Jacki A. Montgomery

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MOAC Report No. 14-396

January 15, 2015

United States Department of Interior (FLPMA)
Permit No. 14-UT-60122

State of Utah Antiquities Project (Survey)
Permit No. U-14-MQ-1350bp

PRELIMINARY PALEONTOLOGICAL SURVEY REPORT
FINLEY RESOURCES INC.

FEDERAL 33-6A&B-7-20 (UPDATED)
FEDERAL 33-10A&B-7-20 (UPDATED)
WELL SITES & CORRIDORS
IN SECTION 33, TOWNSHIP 7 SOUTH, RANGE 20 EAST

FEDERAL 9-12A-8-20 REVISED
FEDERAL 9-13A & 13B-8-20 REVISED
PIPELINE: 820 TO UINTAH AND OURAY UTE RESERVATION BOUNDARY
(NO BUILD)
WELL SITES AND CORRIDORS
SECTIONS 8 AND 9, TOWNSHIP 8 SOUTH, RANGE 20 EAST, SLB&M

HORSESHOE BEND FEDERAL WELLS AND CORRIDORS
FEDERAL 33-3A&B-6-21E
FEDERAL 33-11A&B-6-21E
FEDERAL 33-12A-6-21E
FEDERAL 33-15A&B-6-21E
IN SECTION 33, TOWNSHIP 6 SOUTH, RANGE 21 EAST

BUREAU OF LAND MANAGEMENT
UINTAH COUNTY, UTAH

UINTA PALEO

FEBRUARY 3, 2015 – AMENDED APRIL 21, 2015

BLM PERMIT UT06-016C

Prepared by
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